

FIVE BELOW, INC
 Form 4
 July 23, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Anderson Joel D

(Last) (First) (Middle)

C/O FIVE BELOW INC., 1818
 MARKET STREET, SUITE 2000

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FIVE BELOW, INC [FIVE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/21/2014	A	26,162 (2)					(3)	(3)	Common Stock	26,162
Stock Option (right to buy)	\$ 34.4	07/21/2014	A	36,269					(4)	07/21/2024	Common Stock	36,269
Restricted Stock Units	(1)	07/21/2014	A	66,860					(5)	(5)	Common Stock	66,860
Restricted Stock Units	(1)	07/21/2014	A	29,069					(6)	(6)	Common Stock	29,069
Restricted Stock Units	(1)	07/21/2014	A	29,069					(7)	(7)	Common Stock	29,069

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Joel D C/O FIVE BELOW INC. 1818 MARKET STREET, SUITE 2000 PHILADELPHIA, PA 19103			President and COO	

Signatures

/s/ Maureen Mulligan, as Attorney-In-Fact for Joel D. Anderson

07/23/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents the contingent right to receive one share of Five Below, Inc.'s common stock.
- (2) The number reflected in Table II above represents the maximum number of shares the reporting person is eligible to receive pursuant to the restricted stock unit award, which provides that the reporting person is eligible to receive from 0%-150% of the target number of performance restricted stock awards, 17,441. The restricted stock units earned will be interpolated proportionately to determine the

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number of shares deliverable for any attainment of the performance goal that is between the applicable threshold and the target levels or between the target and the maximum levels.

- (3) The restricted stock units vest at the end of a three-year period subject to the Company's achievement of specified adjusted operating income.
- (4) 50% of the option grant will vest and become exercisable two years after the grant date, July 21, 2014, and the remaining 50% will vest and become exercisable in 25% increments on the third and fourth anniversaries of the grant date, subject to the reporting person's continued employment.
- (5) 1/3rd of the restricted stock units will vest on January 1, 2015; an additional 1/3rd of the restricted stock units will vest on the earlier of (A) the later of (i) October 1, 2015 or (ii) 30 days after the reporting person relocates his permanent residence to the greater Philadelphia, PA metropolitan area, and (B) January 1, 2016; and the remaining 1/3rd of restricted stock units will vest on January 1, 2016, subject to the reporting person's continued employment.
- (6) 50% of the restricted stock units will vest on each of February 3, 2018 and February 2, 2019 based on the attainment of an earnings growth measure performance goal for the Company's 2017 and 2018 fiscal years, respectively, to be established by the Compensation Committee no later than the first anniversary of the grant date, July 21, 2014, subject to the reporting person's continued employment.
- (7) 50% of the restricted stock units will vest on December 1, 2017 and the remaining 50% will vest on December 1, 2018, subject to the reporting person's continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.